

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	Re: Docket Nos. 7346 & 7347 and 2/28/05 Agenda Items 1 & 2

CERTIFICATION OF COUNSEL RE: DOCKET NOS. 7346 & 7347

1. On December 23, 2004, Citicorp Del-Lease, Inc. ("Citicorp") filed the *Motion of Citicorp Del-Lease, Inc. for Order Compelling Debtor to Assume or Reject Equipment Leases and Compelling Performance Thereunder* (Docket No. 7346) and *Citicorp Del-Lease, Inc.'s Application for Allowance and Payment of Administrative Claim Pursuant to 11 U.S.C. §365(d)(10) and §503(b)* (Docket No. 7347) (collectively, the "Motions") with the United States Bankruptcy Court for the District of Delaware (the "Court"), 824 Market Street, Wilmington,

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Delaware 19801. Objections and responses to the Motion were to be filed on or before February 11, 2005. Citicorp extended the objection deadline for the above-captioned debtors and debtors in possession (collectively, the "Debtors") to February 18, 2005.

2. No objections to the Motions were filed, as the Debtors and Citicorp were ultimately able to resolve the issues raised in the Motions by agreement of the parties.

3. At the hearing on the Motions on February 28, 2005, the Court directed the Debtors to submit a "So Ordered" stipulation to the Court resolving the Motions under certification of counsel.

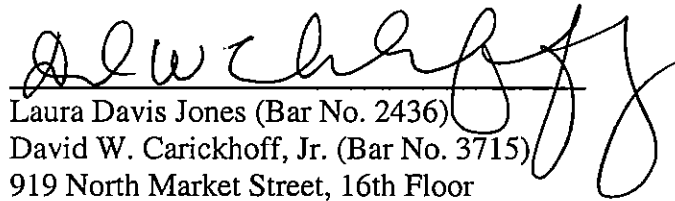
4. Accordingly, the undersigned respectfully submits this certification and requests that the Court enter the stipulation and order attached hereto as Exhibit A at its earliest convenience.

Dated: March 17, 2005

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and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.

A handwritten signature in black ink, appearing to read "D. W. Carickhoff, Jr.", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)
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